

# Exhibit K

## APPLE PROCEDURE

**PROCEDURE NAME:** Actions by Unanimous Written Consent  
**PROCEDURE DATE:** TBD  
**APPROVED BY:** [CFO AND GENERAL COUNSEL]

---

### DEFINITION:

*Unanimous Written Consents Generally.* As permitted by the California Corporations Code, Apple's bylaws and other governing documents, Apple's Board of Directors and Board Committees may take action either at in-person or telephonic meetings or by unanimous written consent ("UWC"). UWCs are an efficient method of taking routine actions if such actions occur on a regular basis and do not require substantial discussion among Board or Committee members. To be effective, a UWC must be signed by each member of the Board or Committee and, as a best practice, should be returned promptly following the distribution of the UWC.

*Routine Option Grants by Unanimous Written Consent.* The Compensation Committee of the Board, as Administrator of Apple's employee stock option plans, has historically processed monthly new hire and promotion/retention option grants through UWCs rather than at quarterly Committee meetings. Such grants are routine, made on a monthly basis according to existing Apple grant guidelines maintained by the Human Resources Department, and have been previously reviewed and recommended by management, and are therefore good candidates for UWC approval.

Consistent with FAS 123R and the 2003 Employee Stock Plan Equity Award Grant Practices Policy, the grant date for an award made pursuant to a UWC shall be considered to be the date that the last approval is received by Apple, except that the grant date for an award to a newly hired employee shall be the later of (i) the date on which the employee has commenced employment with Apple or (ii) the date the last approval is received by Apple.

### PROCEDURE:

Before March 2007, requests for UWCs were sent by fax to each Committee member. The returned fax signature pages were recorded in the Corporate Minute books when they were received. For equity grants, the latest date and time stamp on the fax pages was used to establish the grant date.

Beginning with the March 2007 monthly option grant UWC, Apple implemented a secure electronic approval process. The new process is designed to enforce audit, control, and tracking procedures, and to ensure compliance with the California Corporations Code for electronic approval of documents.

Apple's Information Services and Technology Department ("IS&T") created a new Apple email account (the "UWC Approval Account"). Access to this account is protected by password, and the password for the account is available only to Internal Audit.

The Corporate Law Group sends and receives emails from the UWC Approval Account, but does not have access rights to alter any settings or delete emails. All inbound and outbound messages are automatically copied into an archival audit account accessible only to Internal Audit, and the system sends copies of all inbound and outbound messages to the heads of the Corporate Law Group and Internal Audit. Additionally, IS&T makes a regular backup and archive of the account.

Each Board member has provided a personal email address to Apple and has certified that no other person can access, send, or receive messages from the personal email address provided.

UWC requests are emailed from the UWC Approval Account to each personal Board member account. Typically, attachments to a UWC request include a cover letter, the proposed UWC, and the detailed lists of proposed grants if the UWC is for equity grants, including annotations in all cases where a proposed grant exceeds Apple's employee option grant guidelines (and confirming that recommendations for such grants have been approved by the Vice President of Human Resources). The email and all attachments are automatically copied to the archival audit account and cannot be altered or deleted.

The Board or Committee members respond to the email UWC requests with formalized approval language: "I, [BOARD/COMMITTEE MEMBER], hereby approve the unanimous written consent submitted to me on [ ], 200[ ] for approval." The approval email reply includes extended time and date information from multiple sources, including the date provided by the Board member and date and time stamps from email networks that processed the email.

Once all approval emails are received they are reviewed by the Corporate Law Group and Internal Audit to confirm appropriate responses and approvals have been received, and to determine the latest approval date for equity grants if applicable. The last date of approval is used to date grants included in UWCs. The approval email replies, including extended time and date information, are stored in the Corporate Minute Books and are periodically reconciled by Internal Audit to ensure the proper maintenance and integrity of Corporate records.

#### **SPECIFIC CONTROL ACTIVITIES:**

1. **SEGREGATION OF DUTIES**
  - The Board or Committee reviews and approves all UWCs, and Apple's Corporate Law Group records approvals when they were received.
  - Internal Audit receives and retains a copy of UWC approvals and reconciles them with Corporate records.
  - The Corporate Law Group has system access to send UWCs and monitor reply approvals, but the system is maintained by IS&T and access to the UWC Approval Account is limited to Internal Audit.
2. **PROPER AUTHORIZATION & APPROVAL**
  - UWCs are approved by the Board or Committee.

- Each Board member has certified that no other person can access, send, or receive messages from the personal email address provided.
  - Approval email reply includes extended time and date information.
  - Access to the UWC account is protected by password, and the password for the account is available only to Internal Audit.
3. **APPROPRIATE REVIEW & RECONCILIATION**
- The Corporate Law Group and Internal Audit confirm appropriate responses and approvals have been received.
  - Internal Audit receives and retains a copy of outbound UWCs and related approvals received, and periodically reconciles their copies with the copies in the Corporate Minute Books to ensure the proper maintenance and integrity of Corporate records.
4. **PHYSICAL & LOGICAL SECURITY OF ASSETS**
- All inbound and outbound messages are automatically copied into an archival audit account.
  - The system sends copies of all inbound and outbound messages to the heads of the Corporate Law Group and Internal Audit.
  - IS&T makes a regular backup and archive of the UWC approval account.

**OWNERSHIP AND ACCOUNTABILITY:**

The Corporate Law Group, Corporate Secretary, and Apple Internal Audit are responsible for maintaining and updating this process, and ensuring the control environment is maintained and control activities are in compliance with the procedures.